



GARY R. HERBERT
Governor

SPENCER J. COX
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

E/019/0078
Mike
cc.

January 5, 2015

Dahl Black
Pinnacle Potash International, Ltd.
111 Congress, Suite 2020
Austin, Texas 78701

Subject: Approval of Amended Notice of Intention to Conduct Exploration, Pinnacle Potash International, Crescent State #21-22 Project, E/019/0078, Grand County, Utah

Dear Mr. Black:

The Division of Oil, Gas and Mining approves the amended Notice of Intention to Conduct Exploration received December 19, 2014, for the Crescent State #21-22 project. (This is the name of the project on the Division's records, but other wells are associated with this project.) The Division has determined that adequate surety is in place to account for the amendments to the notice, and no additional surety is required at this time.

You may commence with your exploration activities as outlined. Please be advised that you are bound by the same mining and reclamation standards as outlined in the original exploration notice of intention and must receive written acceptance from this office and appropriate approvals from other agencies prior to creating any additional disturbance.

Thank you for your cooperation. When in the area, a member of the Division staff will examine the site. In reply, please refer to file number E/019/0078.

Sincerely,

Paul B. Baker
Minerals Program Manager

PBB: mpb:mj

Enclosure: Stamped copy of amended NOI

Cc: Jerry Mansfield, SITLA (jmansfield@utah.gov)

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→ Task 6390
Complete

December 29, 2014

Please
Finalize

Dahl Black
Pinnacle Potash International, Ltd.
111 Congress, Suite 2020
Austin, Texas 78701

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Thank you for your cooperation. When in the area, a member of the Division staff will examine the site. In reply, please refer to file number E/019/0078.

Sincerely,

Paul B. Baker
Minerals Program Manager

PBB: mpb:eb
Enclosure: Stamped copy of amended NOI
Cc: Jerry Mansfield, SITLA (jmansfield@utah.gov)
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DIV. OIL GAS & MINING

For Division Use Only
File Number E/019/0078
Date NOI Received _____
Date NOI Approved _____
Date NOI Expires _____
DOGM Lead Mike
Permit Fee \$ _____ Ck # _____

6390

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING
1594 West North Temple Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801
Telephone: (801) 538-5291 - Fax: (801) 359-3940

RECEIVED

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DIV. OF OIL GAS & MINING

NOTICE OF INTENTION TO CONDUCT EXPLORATION

The informational requirements of this form are based on provisions of the Mined Land Reclamation Act, Title 40-8, Utah Code Annotated, 1953, as amended, and the General Rules as promulgated under the Utah Minerals Regulatory Program.

Note on confidentiality: Information provided in the notice of intention relating to the location, size, or nature of the mineral deposit that is clearly marked confidential will be protected as confidential. Each page or map requested to be kept confidential must be stamped or marked as such.

If extra space is required to completely answer any section, please attach additional sheets and include cross-referenced page numbers as necessary. The Permittee / Operator may submit this information on an alternate form, but the same or similar format and content must be used.

R647-1-106 - "Exploration" means surface disturbing activities conducted for the purpose of discovering a deposit or mineral deposit, delineating the boundaries of a deposit or mineral deposit, and identifying regions or specific areas in which deposits or mineral deposits are most likely to exist. "Exploration" includes, but is not limited to: sinking shafts; tunneling; drilling holes and digging pits or cuts; building of roads, and other access ways; (and constructing and operating other facilities related to these activities).

I. GENERAL INFORMATION (Rule R647-2-104)

1. **Name of Mine:** CRESCENT STATE #21-22, CRESCENT STATE #12-16, CRESCENT STATE #22-09, CRESCENT STATE #13-10, CRESCENT STATE #11-23, CRESCENT STATE #24-16, CRESCENT STATE #21-15, CRESCENT STATE #14-15, CRESCENT STATE #42-10

2.A. **Name of Entity Applying for Permit:** Pinnacle Potash International, Ltd. (PPI)
Contact (Authorized Officer): Dahl Black
Address: 111 Congress, Suite 2020
City, State, Zip: Austin, Texas 78701
Phone: (512) 628-2835 **Fax:** (512) 343-8885
E-mail Address: dblack@pinnaclepotash.com

Entity is a: Corporation () LLC () Sole Proprietorship (dba) ()
Partnership (X) General _____ or X limited
Individual () Other (specify type) _____

6. Have the above surface and mineral owners been notified in writing?
Yes X No

If no, why not? _____

7. **Does the Entity have legal right to enter and conduct mining operations on the land covered by this notice?** Yes X No

Please be advised that if State Trust Lands are involved, notification to the Division of Oil, Gas and Mining alone does not satisfy the notification requirements of Mineral Leases upon State Trust Lands. Exploration or mining activity on State Trust Lands requires a minimum of 60 day notice to the Trust Lands Administration prior to commencing any activities. Please contact the School Institutional Trust Lands Administration (SITLA) at (801) 538-5100 for notification requirements.

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II. PROJECT LOCATION & MAP (Rule R647-3-105)

1. **Project Location** (legal description):

County: Grand

CRESCENT STATE #21-22

NE 1/4, of NE 1/4, of NW 1/4: Section: 22 Township: 22S Range: 19E

CRESCENT STATE #12-16

NW 1/4, of NW 1/4, of NE 1/4: Section 16 Township: 22S Range: 19E

CRESCENT STATE #22-09

NW 1/4, of NE 1/4, of NE 1/4: Section 9 Township: 22S Range: 19E

CRESCENT STATE #13-10

SW 1/4, of NW 1/4, of SW 1/4: Section 10 Township: 22S Range: 19E

CRESCENT STATE #11-23

NW 1/4, of NW 1/4, of NW 1/4: Section 23 Township: 22S Range: 19E

CRESCENT STATE #24-16

SE 1/4, of NE 1/4, of SE 1/4: Section 16 Township: 22S Range: 19E

CRESCENT STATE #21-15

NW 1/4, of NE 1/4, of NW 1/4: Section: 15 Township: 22S Range: 19E

CRESCENT STATE #14-15

SW 1/4, of NW 1/4, of SE 1/4: Section 15 Township: 22S Range: 19E

CRESCENT STATE #42-10

NE 1/4, of SE 1/4, of NE 1/4: Section 10 Township: 22S Range: 19E

UTM East See Drill Plan (if known) UTM North See Drill Plan (If known)

Name of Quad Map for Location Crescent Junction Quadrangle Utah – Grand Co. 15 minute series
(topographic)

2. Include a general location map (USGS 7.5 Minute Series - scale 1"=2000') that shows project location and proposed access route (existing and/or proposed roads).
3. Also include an operations map (scale 1"=200', or other scale as approved by the Division) that identifies:
 - a. The area to be disturbed.

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III. **PROJECT DESCRIPTION** (Rule 647-2-106)

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1. **Minerals to be explored:** Potash
2. **Amount of material to be extracted, moved or proposed to be moved:** estimated at net 500 cubic yards for each drill site.

3. **Identify the type or method of exploration proposed** (place an "X"):

 Cuts Pits Trenches Shafts Tunnels

 X Air Drilling X Fluid Drilling

Other (describe) _____

4. **Proposed Disturbances** (Approximate):

Drill Pads: How many? 9 Width 300 (ft) Length 300 (ft)

Note: Sites #21-22, #12-16, #22-09, #13-10 & #11-23 had pads 180' wide x 160' long;

#14-15 was 250' wide x 250' long

Drill Holes: How many? 9 Depth ≤ 5000 (ft) Diameter 12 1/4" surface, 7" intermediate, 6 1/4" exploration (in)

Note: Boring #14-15 and beyond (excluding #13-10) will have the above hole sizes

Shafts, trenches, pits, cuts, or other types of disturbance.

Describe type, how many of each, and general dimensions. 6 pits (30'x40'x8') for drilling cuttings (air and mud)

The Crescent State #32-22 well site will partially be used as an equipment staging area during drilling. The drilling contractor has been instructed to not store any hazardous material on the site. The proposed dimensions of the staging area are 200'x400'.

x New Road(s): Length 20'-2600' (ft) Width 15 (ft)

☐ Widening of Existing Roads

Current Length _____ (ft) Width _____ (ft)

Widened Length _____ (ft) Width _____ (ft)

Total project acreage to be disturbed 17.12 (divided into 9 sites) (acres)

5. **Proposed exploration schedule** (dates):

Begin: April 22, 2014 End: May 9, 2015 for entire exploration project

12/19/14

PINNACLE POTASH INTERNATIONAL, Ltd (PPI)
111 Congress Avenue, Suite 2020
Austin, TX 78701
(512) 628-2810

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Contact – PPI: Ricky Reese (318) 733-0106
Dahl Black (512) 628-2835

Well Name & Number: CRESCENT STATE # 21-22
Legal Description: Sec 22 T22S R19E, Grand County, UT
2150.8' FWL; 613' FNL

Lat: 38° 53' 19.64" N
Long: 109° 48' 28.06" W
Elev: 4680'

Well Name & Number: CRESCENT STATE # 12-16
Legal Description: Sec 16 T22S R19E, Grand County, UT
2521.33' FEL; 821.66' FNL

Lat: 38° 54' 9.92" N
Long: 109° 49' 27.25" W
Elev: 4728'

Well Name & Number: CRESCENT STATE # 22-09
Legal Description: Sec 9 T22S R19E, Grand County, UT
747' FEL; 434.8' FNL

Lat: 38° 55' 5.95" N
Long: 109° 49' 4.81" W
Elev: 4778'

Well Name & Number: CRESCENT STATE # 13-10
Legal Description: Sec 10 T22S R19E, Grand County, UT
510' FWL; 1883.6' FSL

Lat: 38° 54' 38.55" N
Long: 109° 48' 47.92" W
Elev: 4744'

Well Name & Number: CRESCENT STATE # 11-23
Legal Description: Sec 23 T22S R19E, Grand County, UT
363.3' FWL; 701.3' FNL

Lat: 38° 53' 22.39" N
Long: 109° 47' 47.64" W
Elev: 4689'

Well Name & Number: CRESCENT STATE # 24-16
Legal Description: Sec 16 T22S R19E, Grand County, UT
146.9' FEL; 1747.22' FSL

Lat: 38° 53' 40.41" N
Long: 109° 48' 55.32" W
Elev: 4692'

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Well Name & Number: CRESCENT STATE # 21-15
Legal Description: Sec 15 T22S R19E, Grand County, UT
2150.8' FWL; 613' FNL

Lat: 38° 53' 19.64" N
Long: 109° 48' 28.06" W
Elev: 4680'

Well Name & Number: CRESCENT STATE # 14-15
Legal Description: Sec 15 T22S R19E, Grand County, UT
2521.33' FEL; 821.66' FNL

Lat: 38° 54' 9.92" N
Long: 109° 49' 27.25" W
Elev: 4728'

Well Name & Number: CRESCENT STATE # 42-10
Legal Description: Sec 10 T22S R19E, Grand County, UT
198.8' FEL; 1446.4' FNL

Lat: 38° 54' 54.88" N
Long: 109° 47' 51.00" W
Elev: 4755'

Drilling Plan & Program
(Exhibit / Attachment to PPI Form 3 Application)

I. **Surface Formation**
Mancos Shale

II. **Estimated Tops of Important Formations / Geologic Markers**

Mancos Shale surface to 820'		
<u>Formation</u>	<u>TVD</u>	<u>Subsea</u>
Dakota	542'	4186'
Cedar Mountain	577'	4151'
Morrison	683'	4045'
Summerville	1329'	3399'
Entrada-Moab	1388'	3340'
Entrada-Dewey Bridge	1718'	3010'
Navajo	1745'	2983'
Kayenta	2282'	2446'
Wingate	2556'	2172'
Chinle	3007'	1721'

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III. Projected / Possible Hydrocarbon (Oil/Gas) & Water Bearing Formations

<u>Formation</u>	<u>Description</u>	<u>TVD</u>	<u>Subsea</u>
Cedar Mountain	Water/Oil/Gas	577'	4151'
Morrison	Water/Oil/Gas	683'	4045'
Summerville	Water/Oil/Gas	1329'	3399'
Entrada-Moab	Water/Oil/Gas	1388'	3340'
Paradox Salt	Gas/Brine	3400'	1328'

Formation tops and water bearing and possible hydrocarbon zones were taken from the mud log data at the Crescent State #12-16 boring. Exact depths and quantities or qualities of groundwater are unknown. Wells and studies to this point indicate that the water will be saline. Extensive drilling over the years has discovered no significant oil, and minor amounts of natural gas. The above data projections are estimated and will likely require revision.

Note: All notable potential water zones discovered will be reported in accordance with State of Utah DOGM Form MR-EPR Mineral Exploration Progress Report.

IV. Proposed Hole Size, Casing Size, and Cementing Programs

These borings are exploratory only and will be plugged within 30 days of completion of drilling. For each of the exploration borings, the surface casing will be left in the hole when drilling is complete. After performing the required plugging below the intermediate casing, the casing will be cut and plugged 5' beneath the surface. The ore zone (top of salt to TD) will also be plugged.

<u>Purpose</u>	<u>Hole Size (Dia.)</u>	<u>Casing OD</u>	<u>Wt., Grade, Cond.</u>	<u>Depth</u>
Surface	12 1/4"	9 5/8"	36#/ft J-55	500'
Intermediate	8 3/4"	7"	23#/ft J-55	3100'
Exploration	6 1/4"	None	N/A	5000'

Please note that the borehole Total Depths (TD)'s and setting depths for the casing string may vary from the above table. Final depths and details of surface, intermediate, and borehole TD's as well as the surface casing string will be reported to Utah DOGM in accordance with proper Forms.

Drill Plan Detail

1. Rig up and drill, utilizing freshwater-based mud, 12 1/4" surface hole to a depth of 500'. Cuttings will be disposed of in an unlined 30'x40' pit that will be buried on site after hole completion.
2. Set 9 5/8" 36#/ft J-55 casing at 500' with float equipment - cement to surface per cementing details in Drill Plan.
3. Drill, utilizing increased brine-based mud, 8 3/4" borehole to the top of the Paradox salt (approximate depth of 3100'). Cuttings will be disposed of in an unlined pit that will be buried on site after hole completion.
4. Set 7" 23#/ft J-55 casing at the top of salt with float equipment - cement to surface per cementing details in Drill Plan.
5. Rig up oil-based mud system (OBM) for oil-based mud drilling.
6. Continuous core from bottom of rotary hole using 3.5" continuous wireline coring system using OBM. Cuttings from coring section will be disposed of in haul-off containers that will be emptied in an authorized disposal site after hole completion.

¹ the Paradox continues past TD at 5000'

7. Coring will continue to 5000' or less or until potash zone ends.
8. Spectral gamma ray, compensated neutron, caliper, resistivity, density, and temperature logs will be run over the entire cored interval.
9. Borehole will be circulated with brine to remove the oil based mud.
10. Borehole will be plugged at the surface and throughout the core zone. The surface casing will be cut 5' beneath the surface and a boring marker will be installed.
11. Rig down core rig... move off location.

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V. Cementing Program

Casing:

Surface: 237 SX Type III Cement
Weight: 14.6 #/gal
Yield: 1.38 cu/ft/sk

Intermediate: Lead: 279 SX Premium Lite FM
Weight: 12.1 #/gal
Yield: 2.13 cu/ft/sk

Tail: 201 SX Type III Cement
Weight: 14.6 #/gal
Yield: 1.38 cu/ft/sk

VI. Pressure Monitoring, Drilling Detail, Compliance, and Maintenance

All of the below data/information will be documented in the driller's log:

- Blowout preventer (BOP) pressure tests, including test pressures and results
- BOP all function tests
- Blowout prevention and Well Control drills (time & place)
- Choke Manifold Inspections
- Casing detail: # of joints, setting depth, OD, grade, weight, all pertinent job details
- Cementing detail: type, additives, sacks, cementing hardware (float equip etc), all pertinent job details
- Other pertinent cementing and casing detail as necessary (pressure tests, # of joints, etc)

VII. Operator's Minimum Specifications for Pressure Control

A 7 1/16" 3,000 psi Double Gate Hydraulic BOP with 7 1/16" Rotating Head; equipped with a 3,000 psi manual choke manifold is proposed to be installed. The BOP will be tested and charted using a BOP tester and test plug to 3,000 psi for 15 minutes. The Rotating Head will be tested to 1,000 psi for 15 minutes. All tests will be recorded in Driller's log. Below are the BOP specifications and figure:

- | | |
|-------------------------------------|----------|
| • Rotating Head | 1000 psi |
| • Kill Line Valves | 5000 psi |
| • Choke Manifold Valving | 5000 psi |
| • Chokes | 5000 psi |
| • Casing Head (Weld) | 1500 psi |
| • Upper Kelly Cock and Safety Valve | 5000 psi |
| • Dart Valve | 5000 psi |

VIII. Drilling Mediums

- A freshwater-based mud will be used to drill to the top of salt and near the ore zone. As the salt is approached, the water-based mud will gradually increase to brine-based concentrations to prevent salt dissolution and maintain bore integrity.
- The exploratory borehole will be cored using oil based mud.

IX. Water Supply

- No water pipelines will be laid for this borehole.
- No water well will be drilled for this borehole.
- Drilling water for this borehole will be hauled on existing, established roads, as well as newly constructed lease roads as depicted on attached survey plats
- Water will be obtained from Thompson, a nearby source of culinary municipal water through a direct payment to Thompson.

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X. Blooie Line (Flare Line)

- A blooie line is currently not installed

XI. Testing, Logging and Coring Programs

- Openhole Logging: Preferred logs are documented in "Drill Plan Detail." (Section IV) Gamma Ray (GR) logs will be included from TD to base of Intermediate Casing.
- Coring: As described in section IV, cores will be taken in the expected potash zone, 3800' to 5000'.
- No drill stem tests (DST)'s are planned

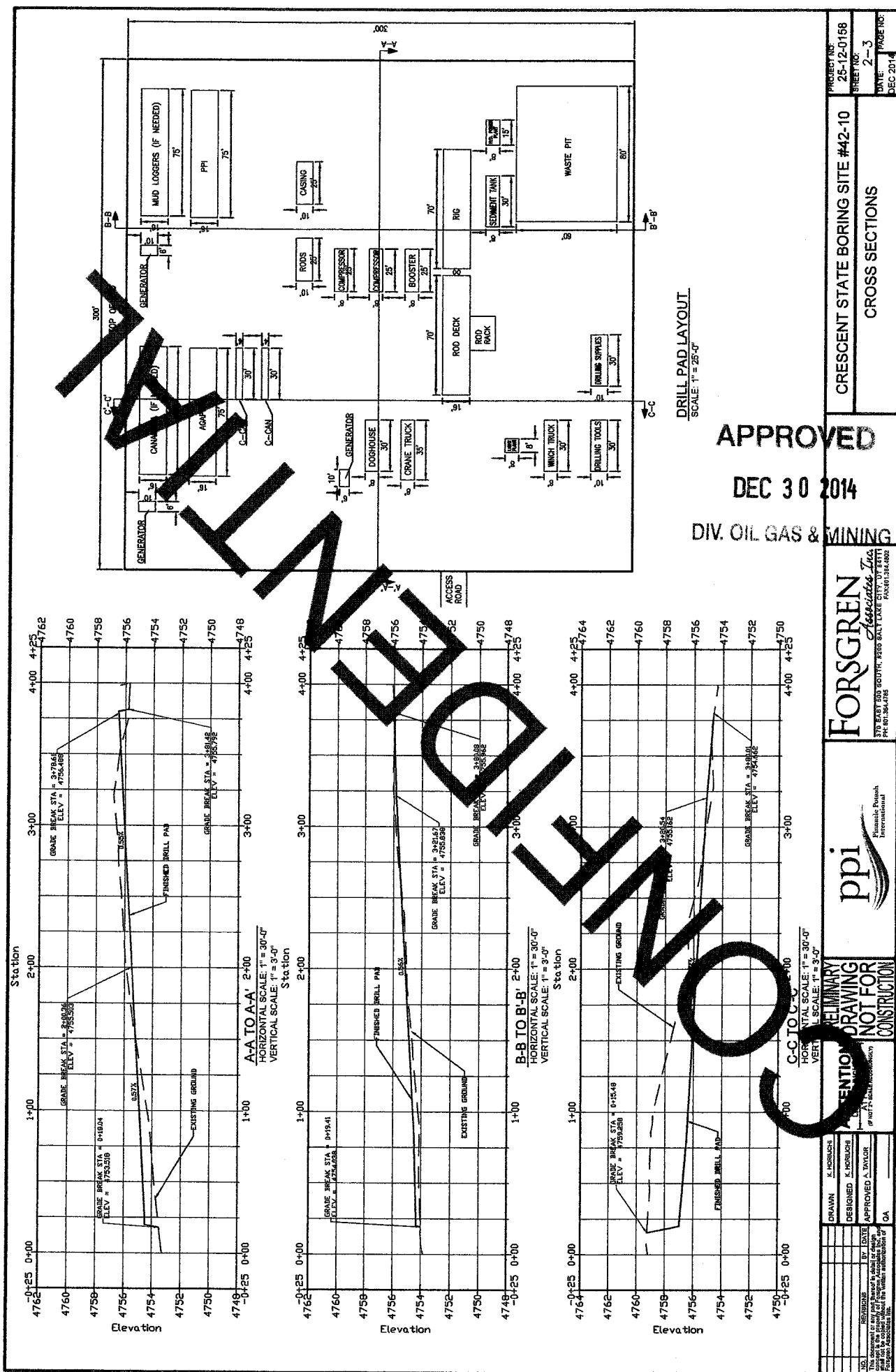
XII. Anticipated Abnormal Pressures or Temperatures

- Abnormal pressures and natural gas kicks have been reported within a general 20 mile radius of these wells. These gas kicks and over pressuring are anticipated in the Paradox Shale/Salt Sequence. Maximum Bottom Hole Pressure is not anticipated to exceed 4500 psi. Hydrogen sulfide (H₂S) has also been reported in the area. Proper and certified H₂S detection equipment and monitoring services will be employed during the drilling operation. No other hazardous gases or fluids have been found, reported or known to exist at these depths in the area.

XIII. Anticipated Starting Date and Duration of the Operations.

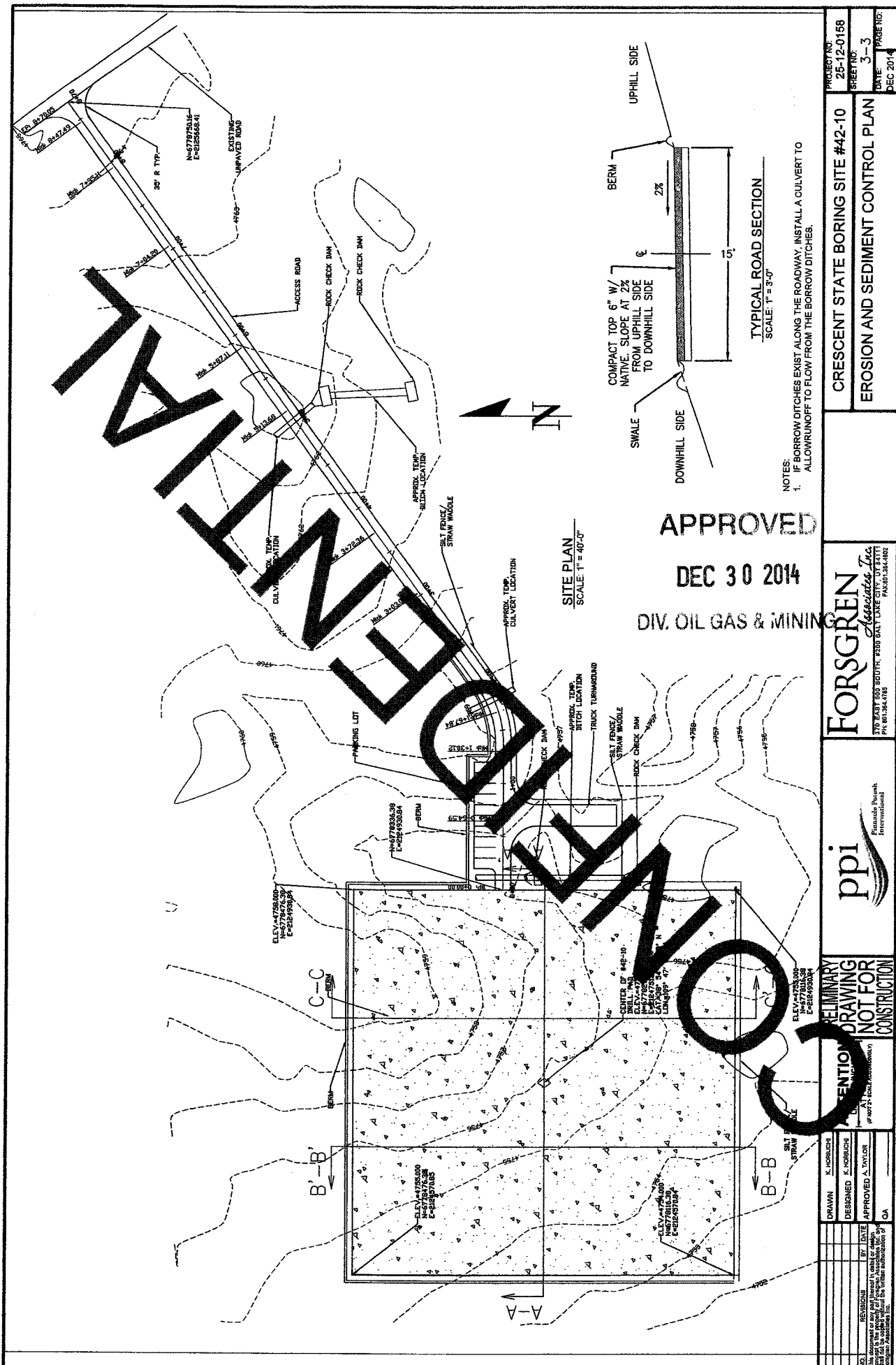
Verbal and/or written notifications listed below shall be submitted in accordance with instructions from and provisions of the Utah Division of Oil, Gas & Mining:

- Prior to beginning location and road construction
- Prior to spudding
- Prior to running casing, cementing, or BOP tests
- Prior to plugging the borehole, for formal/verbal plugging instructions
- Spills, blowouts, fires, leaks, accidents or other unusual occurrences shall be reported to the Division of Oil, Gas & Mining immediately



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PROJECT NO. 25-12-0158		SHEET NO. 2-3		DATE DEC 2014	
CRESCENT STATE BORING SITE #42-10					
CROSS SECTIONS					
FORSGREN Associates, Inc. 370 EAST 800 SOUTH, 8200 SALT LAKE CITY, UT 84111 PH: 801.364.4785 FAX: 801.364.4802					
DRAWN: K. HORSCH DESIGNED: K. HORSCH APPROVED: A. TAYLOR QA					
PREPARED BY: DATE: 12/15/14 CHECKED BY: DATE: 12/15/14 APPROVED BY: DATE: 12/15/14 PREPARED BY: DATE: 12/15/14					



FOR REVIEW ONLY

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NOTES:
1. IF BORROW DITCHES EXIST ALONG THE ROADWAY, INSTALL A CULVERT TO ALLOW RUNOFF TO FLOW FROM THE BORROW DITCHES.

PROJECT NO: 25-12-0158		SHEET NO: 3-3		DATE: DEC 2014	
CRESCENT STATE BORING SITE #42-10		EROSION AND SEDIMENT CONTROL PLAN			
FORSGREN Associates, Inc.		ppi		PRELIMINARY DRAWING NOT FOR CONSTRUCTION	
370 EAST 800 SOUTH, 2250 SALT LAKE CITY, UT 84111		P.O. Box 1364802		P.O. Box 1364802	
PH: 801.384.4785		FAX: 801.384.4802		FAX: 801.384.4802	
DRAWN: K. KOSLOWSKI		DESIGNED: K. KOSLOWSKI		APPROVED: A. TAYLOR	
BY DATE		BY DATE		BY DATE	
REVISIONS		REVISIONS		REVISIONS	
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